

RECORDATION NO. 11500-8
FILED
FEB 5 '99 11-30AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.

SUITE 200
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

John
February 5, 1999

Country Partners
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies each of a Bill of Sale and Partial Release, secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the GATC Trust No. 3 previously filed with the Commission under Recordation Number 11500.

The names and addresses of the parties to the enclosed document are:

Lessor: Mellon Leasing Corporation
4144 One Mellon Bank Center
Pittsburgh, Pennsylvania 15258

Secured Party: State Street Bank and Trust Company
of Connecticut, N.A.
225 Franklin Street
Boston, Massachusetts 02101

Railcar GATX 300410 has been destroyed and is deleted from the Lease and Security Agreement.

Mr. Vernon A. Williams
February 5, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

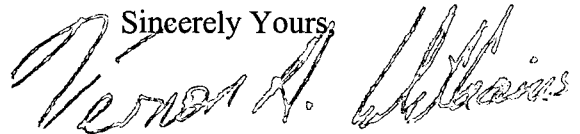
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 2/5/99 at 11:30AM, and
assigned recordation numbers (s): 11500-J, 12755-G, 12755-H, 12755-I, 12755-J, 17562-D, 17673-C, 19609-G, 19609-K, 19609-L, 19609-M, 19609-N, 19609-O, 19609-P and 21303-D.

Sincerely Yours,



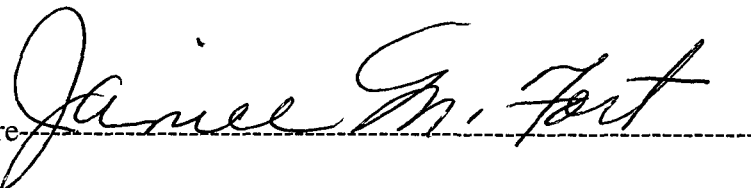
Vernon A. Williams

Enclosure(s)

364.00 (Charged to STB Account-22257

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



BILL OF SALE AND PARTIAL RELEASE

FEB 5 '99

11-30AM

Mellon Leasing Corporation, not in its individual capacity, but solely as Owner Trustee under GATC Trust 3, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 3) dated as of February 15, 1980 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 300410 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

State Street Bank and Trust Company of Connecticut, N.A., as Agent/Vendor (the "Agent/Vendor") under a Security Agreement (GATC Trust 3 dated as of February 15, 1980) between the Lessor and the Agent/Vendor hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: January 25, 1998 9

Mellon Leasing Corporation, not in its individual capacity, but solely as Owner Trustee

By: Samuel E. Hackett
Title: ASSISTANT VICE PRESIDENT

State Street Bank and Trust
Company of Connecticut, N.A.,
as Agent/Vendor

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

Mellon Leasing Corporation, not in its individual capacity, but solely as Owner Trustee under GATC Trust 3, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 3) dated as of February 15, 1980 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 300410 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

State Street Bank and Trust Company of Connecticut, N.A., as Agent/Vendor (the "Agent/Vendor") under a Security Agreement (GATC Trust 3 dated as of February 15, 1980) between the Lessor and the Agent/Vendor hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: _____, 1998

Mellon Leasing Corporation, not in
its individual capacity, but solely as
Owner Trustee

By: _____
Title: _____

State Street Bank and Trust
Company of Connecticut, N.A.,
as Agent/Vendor

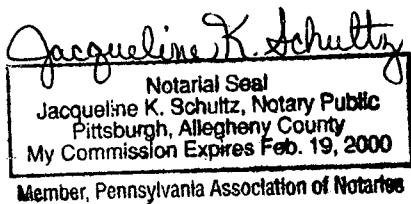
By: CM
Title: Assistant Vice President

State of Pennsylvania)
) SS
County of Allegheny)

On this 25th day of January, 1999, before me personally appeared Samuel E. Nackett, to me personally known, who being by me duly sworn, say that he/she is Assistant Vice President of Mellon Leasing Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]



My commission expires: February 19, 2000



State of Massachusetts)
) SS
County of Suffolk)

On this _____ day of _____, 1999, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of State Street Bank and Trust Company of Connecticut, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of)
) SS
County of)

On this _____ day of _____, 1999, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of Mellon Leasing Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS
County of Suffolk)

On this 25th day of January, 1999, before me personally appeared Ch. Ma, to me personally known, who being by me duly sworn, say that he/she is Assistant Vice President of State Street Bank and Trust Company of Connecticut, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires: